

ITEL

IteI Rail Corporation

55 Francisco
San Francisco, California 94133
(415) 984-4000
Telex 34234

May 30, 1985

RECORDATION NO. 14165-2 Filed 1425

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUN 28 1985 12 15 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Bayne:

On behalf of IteI Rail Corporation, I submit for filing and recording, under 49 U.S.C. §11303(a) and the regulations promulgated thereunder, the enclosed four executed counterparts of the following document:

Supplement No. 11 to the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982.

think this one will be 14165-V

Please record this document under the Consolidated, Amended and Restated Equipment Trust Agreement dated as of January 1, 1982 among IteI Corporation, IteI Rail Corporation and First Security Bank of Utah, N.A. which was recorded with the I.C.C. on September 20, 1983 under I.C.C. Recordation No. 14165. Cross-index this document to the Lease Agreement dated December 23, 1977 between IteI Corporation, Rail Division and Marinette, Tomahawk and Western Railroad Company which was filed with the I.C.C. on May 26, 1978 and given Recordation No. 9406. *Don May*

The names and addresses of the parties to the aforementioned Supplement are:

1. IteI Corporation
55 Francisco Street
San Francisco, California 94133
2. IteI Rail Corporation
55 Francisco Street
San Francisco, California 94133
3. First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, Utah 84111

**ICC OFFICE OF
THE SECRETARY
JUN 28 12 27 PM '85
MOTOR OPERATING UNIT**

Hand Signed

The equipment covered by this Supplement is seventeen (17) 50'6", 70-ton, XM boxcars bearing reporting marks MTW 1100-1116.

Honorable Bayne
May 30, 1985
Page 2

Enclosed is a check for \$20.00 to cover the required filing fees for the Supplement.

Once the filing has been made, please return to the bearer the stamped counterparts of the documents not required for filing purposes, together with the fee receipt and the letter from the I.C.C. acknowledging the filings.

Very truly yours,

A handwritten signature in cursive script that reads "Denise M. Bottarini".

Denise M. Bottarini
Legal Assistant

/vdy/65
encl.

cc: Howard Chabner
Robert Clark
J. Michael Kelly
Virginia Hanger

05/08/85

RECORDATION NO. 14165-V
FILE 1425

JUN 28 1985 :12 35 PM

**SUPPLEMENT NO. 11 TO THE CONSOLIDATED, INTERSTATE COMMERCE COMMISSION
AMENDED AND RESTATED EQUIPMENT TRUST AGREEMENT
DATED AS OF JANUARY 1, 1982**

SUPPLEMENT NO. 11, dated May 8, 1985, to the Consolidated, Amended and Restated Equipment Trust Agreement, dated as of January 1, 1982 ("ETC Modification Agreement"), among **FIRST SECURITY BANK OF UTAH, N.A.**, as Trustee ("Trustee"), **ITEL CORPORATION** ("Itel") and **ITEL RAIL CORPORATION**, a Delaware corporation ("Itel Rail").

WHEREAS, Itel and First Security Bank of Utah, N.A. are parties to a certain equipment trust agreement dated as of November 1, 1978, which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on December 22, 1978 ("1978 Series 3 Equipment Trust") and given recordation number 9932; and

WHEREAS, the 1978 Series 3 Equipment Trust has been consolidated, amended and restated in the ETC Modification Agreement which was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. 11303 on September 20, 1983 and given recordation number 14165; and

WHEREAS, Itel Rail is the successor in interest to Itel Corporation, Rail Division, pursuant to Itel's Amended Plan of Reorganization which became effective on September 19, 1983; and

WHEREAS, Itel Rail and the **CADIZ RAILROAD COMPANY** ("CAD") are parties to a Lease (as defined in the ETC Modification Agreement) of Equipment (as defined in the ETC Modification Agreement) dated as of November 10, 1976 (such Lease, together with any amendments or supplements thereto, called the "CAD Lease"), pursuant to which Itel Rail leased to CAD certain units of Trust Equipment (as defined in the ETC Modification Agreement) among which are units bearing reporting marks CAD 1100 through and including CAD 1116; and

WHEREAS, pursuant to Amendment E of the CAD Lease dated June 18, 1984, the CAD Lease was terminated with respect to certain Equipment including seventeen (17) units of Trust Equipment bearing reporting marks CAD 1100 through and including CAD 1116 ("Terminated Trust Equipment"); and

WHEREAS, Itel Rail has leased these seventeen (17) units of Terminated Trust Equipment to the **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("MTW") by means of Amendment No. 2 dated May 2, 1984 to a Lease between Itel Rail and MTW dated December 23, 1977; and

WHEREAS, Itel Rail has changed the reporting marks of these seventeen (17) units of Terminated Trust Equipment from the previous CAD reporting marks to the current MTW reporting marks as set forth in Exhibit A attached hereto; and

WHEREAS, Sections 4.07 and 6.07 of the ETC Modification Agreement require Itel Rail to file with the Interstate Commerce Commission a statement of current reporting marks substituted for any previous reporting marks of Trust Equipment through remarking of the Trust Equipment.

NOW, THEREFORE, pursuant to the covenants and promises contained in the ETC Modification Agreement, the parties agree as follows:

SECTION 1. Schedule 1F of the ETC Modification Agreement is supplemented by Exhibit A which reflects that the previous seventeen (17) CAD reporting marks have been changed and remarked with the current seventeen (17) MTW reporting marks.

SECTION 2. The only purposes of this instrument are to notify the Trustee of changes in the reporting marks of Trust Equipment subject to the ETC Modification Agreement as set forth in Exhibit A and to supplement Schedule 1A-1G of the ETC Modification Agreement. This instrument is not an amendment and it does not otherwise affect the terms and conditions of the ETC Modification Agreement.

SECTION 3. The provisions of this instrument shall be governed by the laws of the State of New York.

(Seal)

Attest:

Mrs. Barker

Secretary

ITEL CORPORATION

By:

JED itri

(Seal)

Attest:

Howard S. Chalmers

Asst. Secretary

ITEL RAIL CORPORATION

By:

D. Hayes

FIRST SECURITY BANK OF UTAH, N.A.

By:

[Signature]
Authorized Officer

(Seal)

Attest:

Vol. 7. O.E.

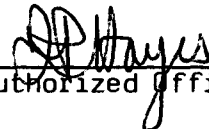
Authorized Officer

EXHIBIT A
CERTIFICATE OF REMARKING

<u>Units of</u> <u>Trust Equipment</u>	<u>Previous</u> <u>CAD</u> <u>Reporting Marks</u>	<u>Current</u> <u>MTW</u> <u>Reporting Marks</u>
17	CAD 1100	MTW 1100
	1101	1101
	1102	1102
	1103	1103
	1104	1104
	1105	1105
	1106	1106
	1107	1107
	1108	1108
	1109	1109
	1110	1110
	1111	1111
	1112	1112
	1113	1113
	1114	1114
	1115	1115
	1116	1116

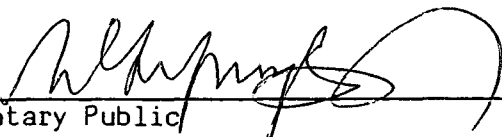
ITEL RAIL CORPORATION

By: _____


Authorized Officer

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 29 day of May, 1985, before me personally appeared Arnold E. Ditai, to me personally known, who being by me duly sworn says that such person is Chief Operating Officer of Itel Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

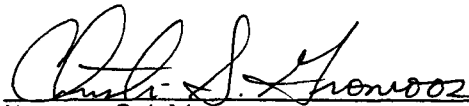
My commission expires:

11-14-86



STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

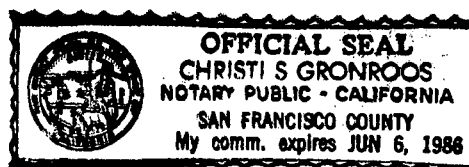
On this 28th day of May, 1985, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is PRESIDENT of Itel Rail Corporation, that the foregoing instrument was signed and sealed on behalf of said corporation by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

JUNE 6, 1986



STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On this 6th day of June, 1985, before me personally appeared Robert S. Clark, to me personally known, who being by me duly sworn says that such person is an authorized Officer of First Security Bank of Utah, N.A, a national banking association, that the foregoing instrument was signed and sealed on behalf of said national banking association signed by authority of its board of directors, and that such person acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

Walter B. Smith
Notary Public

My commission expires:

10-16-88